

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**NOTICE OF FILING OF THIRD AMENDED PLAN SUPPLEMENT
IN CONNECTION WITH FIFTH AMENDED JOINT CHAPTER 11 PLAN
OF FIELDWOOD ENERGY LLC AND ITS AFFILIATED DEBTORS**

PLEASE TAKE NOTICE THAT:

1. Commencing on August 3, 2020, Fieldwood Energy LLC and its debtor affiliates in the above-captioned cases, as debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”).

2. On April 15, 2021, the Bankruptcy Court entered the *Amended Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

of Property of the Estate; and (VII) Granting Related Relief [Docket No. 1286] (the “**Disclosure Statement Order**”).

3. On April 15, 2021, the Debtors filed the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* [Docket No. 1284].

4. On May 27, 2021, the Debtors filed the *Notice of Filing of Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1394].

5. On June 15, 2021, the Debtors filed the *Notice of Filing of Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1562].

6. On June 16, 2021, the Debtors filed the *Notice of Filing of Second Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1587].

7. On June 16, 2021, the Debtors filed the *Fifth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* [Docket No. 1629] (the “**Plan**”).²

8. In accordance with the Plan and Disclosure Statement Order, the Debtors hereby file the following document as part of the Plan Supplement:

Exhibit B	Required Disclosures Under Section 1129(a)(5)
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9. The documents contained in the Plan Supplement are integral to, and are considered part of, the Plan. If the Plan is approved, the documents contained in this Plan Supplement will be approved by the Bankruptcy Court pursuant to the Confirmation Order.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

10. The Debtors reserve all rights to amend, modify, or supplement the Plan Supplement, and any of the documents contained therein, in accordance with the terms of the Plan. If material amendments or modifications are made to any of these documents, the Debtors will file a blackline with the Bankruptcy Court marked to reflect the same.

11. A hearing to consider confirmation of the Plan is currently scheduled to begin on **Friday, June 18, 2021 at 9:30 a.m. (Prevailing Central Time)** before the Bankruptcy Court (the “**Confirmation Hearing**”). The Confirmation Hearing may be adjourned from time to time, without further notice other than by filing a notice on the Bankruptcy Court’s docket indicating such adjournment and/or announcement of the adjourned date(s) at the Confirmation Hearing.

12. As of the date hereof, the Debtors are still in the process of negotiating and finalizing certain of the documents contained in the Plan Supplement with the Ad Hoc Group of Secured Lenders, Ad Hoc Group of Prepetition SLTL Lenders, the Creditors’ Committee, Apache, Chevron U.S.A. Inc. (“**Chevron**”), Eni Petroleum US LLC (“**Eni**”), and Hunt Oil Company (“**Hunt**”), and various other parties in interest. The Debtors, Ad Hoc Group of Secured Lenders, Ad Hoc Group of Prepetition SLTL Lenders, the Creditors’ Committee, Apache, Chevron, Eni, and Hunt, reserve all of their respective rights with respect to any applicable form of documents filed herewith, including any applicable consent rights in the Restructuring Support Agreement.

13. Copies of the exhibits contained in this Plan Supplement, and all documents filed in these chapter 11 cases are available free of charge by visiting <https://cases.primeclerk.com/fieldwoodenergy/>. You may also obtain copies of the pleadings by visiting the Bankruptcy Court’s website at <https://ecf.txsb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: June 16, 2021
Houston, Texas

/s/ Jessica Liou

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Attorneys for Debtors

and Debtors in Possession

Certificate of Service

I hereby certify that on June 16, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jessica Liou

Jessica Liou

Exhibit B

Required Disclosures Under Section 1129(a)(5)

Exhibit B¹**Disclosures Related to Section 1129(a)(5), Plan Administrator,
Sole Manager and Independent Director of FWE I, and Sole Manager of FWE IV**

Upon the Effective Date, the officers and directors of the Debtors existing before the Effective Date shall be relieved of any and all duties with respect to the Debtors as of the Effective Date,² and new individuals shall be appointed as directors and officers of the Post-Effective Date Debtors and the newly-created entities FWE I and FWE IV. Identified below are the individuals selected by the Debtors, with the consent of the applicable parties, to serve in the roles of Plan Administrator, Sole Manager of FWE I, Independent Director of FWE I, and Sole Manager of FWE IV.

Plan Administrator – Mr. David Dunn at Province, LLC:

Upon the Effective Date, the Plan Administrator shall serve as the sole officer, director, or manager of each Post-Effective Date Debtor, except for the Post-Effective Date FWE I Subsidiaries.³

David Dunn is a Principal at Province, LLC (“**Province**”) and has over 20 years of experience as a restructuring advisor, distressed investor and fiduciary in a number of complex in- and out-of-court restructurings, M&A transactions, distressed financings and litigation-oriented investments. Mr. Dunn’s practice at Province is dedicated to serving in the following roles: Chief Restructuring Officer, advisor to or member of Board of Directors, Litigation/Liquidating Trustee, Plan Administrator, and Examiner. Prior to joining Province, Mr. Dunn executed principal investments in distressed debt and equity instruments across a diverse range of industries such as power, upstream E&P, E&P services, metals and mining, monoline and mortgage insurance, media, gaming and retail, first at Arrowgrass Capital Partners, and then at Cross Sound Management, a corporate distressed investment firm he co-founded and for which he served as the co-Chief Investment Officer. As a principal, Mr. Dunn formed, chaired, and served on numerous official and ad hoc creditors’ committees. Prior to joining Province, Mr. Dunn also practiced law within the financial restructuring departments of several Global 200 law firms. His practice focused on debtor, official and ad hoc creditors’ committee representations in many notable chapter 11 proceedings. Mr. Dunn received a B.S. from Southern Illinois University and a J.D. from St. John’s University School of Law.

¹ Defined Terms used in this Exhibit but not otherwise defined herein shall have the meaning ascribed to such terms in the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* dated April 15, 2021 filed at Docket No. 1284 (including any exhibits and schedules thereto and as may be further amended, supplemented, or modified, the “**Plan**”).

² See Plan § 5.9(d)(i).

³ See Plan § 5.9(d)(ii).

FWE I Sole Manager – Mr. Jon Graham:

Upon the Effective Date, the FWE I Sole Manager shall serve as the sole officer of FWE I⁴ and the sole officer, director, or manager of each Post-Effective Date FWE I Subsidiary.⁵

Jon Graham is a senior oil and gas professional with 43 years' experience in the oil and gas industry. Mr. Graham worked for Apache Corporation (“**Apache**”) for 25 years before retiring in 2020. From 2017 to 2020, he was a Region Vice President and Managing Director for Apache's North Sea Region exploration and production operations, which had oil and gas properties with an asset value in excess of \$2 billion, net production of 60,000 BOEPD, annual lease level income of \$1.2 billion, and an annual expenditure of \$400 million. Mr. Graham's responsibilities as Region Vice President and Managing Director included overseeing a workforce of 1,200 personnel and developing and implementing short- and long-term exploration and production strategies. Mr. Graham's other positions with Apache include Corporate Vice President of Health, Safety, Security, and Environment; Region Vice President for Argentina; Vice President of Reservoir Engineering; Engineering General Manager; Reservoir Engineering Manager of Offshore Gulf of Mexico Region; Region Vice President of Gulf Coast Onshore; and Reservoir Engineering Manager of Western Region. Prior to joining Apache, Mr. Graham worked for Hunt Oil Company; Pacific Enterprises Oil Company; Sante Fe Minerals, Inc.; Lawson Engineering, Inc.; Grace Petroleum Corporation; Pacific Enterprises Oil Company; and Amoco Production Company. Mr. Graham received a B.S. in Mechanical Engineering from University of Missouri – Rolla and a MBA from University of Oklahoma.

Independent Director of FWE I – To be determined:

Upon the Effective Date, the independent director of FWE I shall serve as the sole director of FWE I.

Unless otherwise agreed between Fieldwood Energy LLC (“**Fieldwood**”) and Apache, the independent director of FWE I will (i) be a natural person who is not, nor for the prior five years has been, a director, officer, employee, trade creditor or equityholder (or spouse, parent, sibling or child of any of the foregoing) of (A) Fieldwood or any Affiliate of Fieldwood or (B) any prior or current lender of Fieldwood and (ii) be provided by Citadel SPV, Global Securitization Services, LLC, Corporation Service Company, CT Corporation, Lord Securities Corporation, Wilmington Trust Company, or, if none of those companies is then in the service of providing professional independent directors, another nationally recognized company selected by Fieldwood (or, following the divisive merger of Fieldwood pursuant to § 10.008 of the BOC, Credit Bid Purchaser) subject to Apache's prior consent, which may be given or withheld in its sole discretion.⁶ The identity of the independent director of FWE I will be disclosed at or prior to the Confirmation Hearing.

⁴ See FWE I LLC Agreement § 7.03.

⁵ See Plan § 5.12(b)(iii).

⁶ See FWE I LLC Agreement § 7.02.

Sole Manager of FWE IV – Mr. David Abell at Sunset Energy Gulf Coast Asset Management LLC:

Upon the Effective Date, the FWE IV Sole Manager shall serve as the sole director, officer, manager, or employee of FWE IV. Sunset Energy Gulf Coast Asset Management LLC (“**Sunset**”) will be the FWE IV Sole Manager and will appoint David Abell to act on its behalf. Sunset has not yet been formed, but Mr. Abell will directly or indirectly own 100% of Sunset upon formation.

David Abell is a Managing Member of VanCortlandt LLC and has over 25 years’ experience managing, advising, and investing in distressed or special situation companies. Mr. Abell’s role at VanCortlandt includes providing interim management and independent manager services to public and private distressed oil and gas companies. Mr. Abell has extensive experience in the oil and gas sector, having been involved in numerous advisory assignments and transactions involving E&P companies. He recently was appointed CRO of a multi-billion fund with oil and gas assets in Texas, Oklahoma, Utah, and New Mexico. Prior to becoming a Managing Member of VanCortlandt, Mr. Abell was a Managing Director at GMP Securities Investment Banking Group, a Managing Director at Raymond James Private Capital & Restructuring practice, a Managing Director at Oracle Partners, and a Managing Director at PricewaterhouseCoopers Securities. Mr. Abell holds a B.S. in Business Administration from the University of Colorado, Boulder.